

12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

RECORDED - 15612 - D  
JAN 4 1989 8 50 AM  
INTERSTATE COMMERCE COMMISSION

**ICC Washington, D.C.**

Ms. Mildred Lee  
Records Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Please find enclosed a Renewal Rider dated December 21, 1988, which supplements Recordation #15622. This document should be assigned ICC Recordation #15622-Δ.

Sincerely,

May A Oster

Mary Ann Oster  
Research Consultant

Enclosures

15622-19  
RECORDATION NO. JAN 1989

RENEWAL RIDER

JAN 4 1989 8 42 AM

INTERSTATE COMMERCE COMMISSION

BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee") and HELM FINANCIAL CORPORATION ("Lessor"), or their predecessors in interest, have heretofore entered into an agreement dated June 25, 1987, bearing I.C.C. Recordation No. 15622 (hereinafter "Lease") covering thirteen (13) locomotives (hereinafter the "Locomotives").

The parties hereto now mutually agree that the Lease is hereby adopted by the parties hereto as their lease agreement for the additional Locomotives more fully described in Schedule B attached hereto for a term beginning January 16, 1989, and extending to and including January 15, 1990.

All terms and conditions of the Lease as heretofore or herein supplemented and/or amended (if applicable), shall have the same force and effect and be as binding upon the parties hereto during said term as if the same were repeated herein.

1. Amendment of Section 3 of the Lease. Effective as of January 16, 1989, Section 3, "Rental," shall be and hereby is, amended to reflect a payment of [REDACTED] per day for the GP39-2 Locomotives.

Executed in duplicate as of this 21st day of December, 1988.

HELM FINANCIAL CORPORATION

ATTEST:

[Signature]

By:

[Signature]  
David R. Eckles  
Executive Vice President

BURLINGTON NORTHERN RAILROAD  
COMPANY

ATTEST:

[Signature]

By:

Edward L Bauer Jr.  
Title: System Chief Mech Officer

SCHEDULE B

Locomotive Description: General Motors (Electro Motive Division)  
Diesel Electric Locomotives.

The Missouri Pacific and Union Pacific Locomotive numbers are as follows:

<u>LOCOMOTIVE NUMBER</u>	<u>RENT COMMENCEMENT DATE</u>	<u>LEASE EXPIRY</u>	<u>UNIT TYPE/ HORSEPOWER</u>	<u>DAILY RENTAL RATE</u>	<u>CASUALTY VALUE</u>
CBR 403	3/18/88	1/15/90	GP39-2 2,300	[REDACTED]	[REDACTED]
ASAB 504	4/04/88	1/15/90	SD9 1,750	[REDACTED]	[REDACTED]
ASAB 505	4/04/88	1/15/90	SD9 1,750	[REDACTED]	[REDACTED]

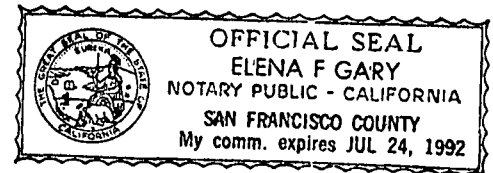
STATE OF CALIFORNIA )  
 ) §  
COUNTY OF SAN FRANCISCO )

On this 20<sup>th</sup> day of December, 1988, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is E.V.P. of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elena F. Gary  
Notary Public

My Commission Expires: July 24, 1992

[Notarial Seal]

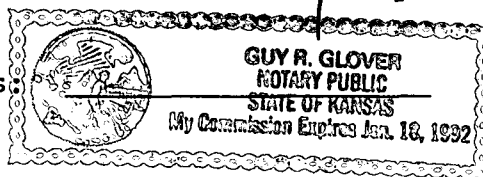


STATE OF Kansas )  
 ) §  
COUNTY OF Johnson )

On this 21<sup>st</sup> day of December, 1988, before me personally appeared Edward R. Bauer Jr. to me personally known who, being by me duly sworn, says that he is System Chief / Mechanical Office Burlington Northern Railroad Company, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Guy R. Glover  
Notary Public

My Commission Expires:



[Notarial Seal]

